

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

EXCO RESOURCES, INC., *et al.*,¹

Debtors.

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Chapter 11

Case No. 18-30155 (MI)

(Jointly Administered)

**EMERGENCY JOINT MOTION FOR ENTRY OF AN ORDER
CONTINUING THE HEARINGS SCHEDULED FOR APRIL 8, 2019**

(Relates to ECF Nos. 1242, 1382, 1405, 1624, and 1625)

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

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The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: EXCO Resources, Inc. (2779); EXCO GP Partners Old, LP (1262); EXCO Holdings (PA), Inc. (1745); EXCO Holding MLP, Inc. (1972); EXCO Land Company, LLC (9981); EXCO Midcontinent MLP, LLC (0557); EXCO Operating Company, LP (1261); EXCO Partners GP, LLC (1258); EXCO Partners OLP GP, LLC (1252); EXCO Production Company (PA), LLC (7701); EXCO Production Company (WV), LLC (7851); EXCO Resources (XA), LLC (7775); EXCO Services, Inc. (2747); Raider Marketing GP, LLC (6366); and Raider Marketing, LP (4295). The location of the Debtors' service address is: 12377 Merit Drive, Suite 1700, Dallas, Texas 75251.

Come now, the debtors and debtors-in-possession (collectively, the “Debtors”), Fairfax Financial Holdings Limited (“Fairfax”), Bluescape Resource Company LLC, Energy Strategic Advisory Services, LLC (collectively, “Bluescape”) and the Official Committee of Unsecured Creditors (the “Committee”) (collectively, the “Parties”) and files this Emergency Joint Motion for Entry of an Order Continuing the Hearings Scheduled for April 8, 2019 (the “Emergency Motion”), and respectfully state as follows:

Relief Requested

1. By this Emergency Motion, the Parties request that the Court continue the hearings scheduled for April 8, 2019, at 1:30 p.m. on the following motions:
 - a. Motion of the Official Committee of Unsecured Creditors for (I) Leave, Standing, and Authority to Commence and Prosecute Certain Claims and Causes of Action on Behalf of the Debtors’ Estates and (II) Exclusive Settlement Authority [ECF No. 1624]; and
 - b. Emergency Motion of the Official Committee for Entry of an Order (A) Authorizing it to File Under Seal the Complaint of the Official Committee of Unsecured Creditors in Conjunction with its Motion for (I) Leave, Standing, and Authority to Commence and Prosecute Certain Claims and Causes of Action on Behalf of the Debtors’ Estates and (II) Exclusive Settlement Authority and (B) Granting Related Relief [ECF No. 1625] (collectively with ECF No. 1624, the “Standing Motions”);
 - c. Debtors’ Motion to Estimate Proofs of Claim of Regency Intrastate Gas LP [ECF No. 1242];
 - d. Motion of Fairfax Financial Holdings Limited to Quash Deposition of its Chairman of the Board [ECF No. 1382]; and
 - e. Motion to Seal Opposition to Motion to Quash and Exhibits to Declaration of Gregory M. Starner [ECF No. 1405] (collectively, the “Confirmation Related Motions”).
2. The Parties have reached an agreement finally resolving the Standing Motions.

Basis for Relief

3. Section 105(a) of the Bankruptcy Code authorizes a court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a).

4. The Parties have reached agreement on the material terms of a proposed plan of restructuring, which will resolve all issues between the Parties, including the issues raised in the Standing Motions. In light of this agreement, the Parties believe that a hearing on the Standing Motions at this time would be counterproductive. Accordingly, the Parties believe continuing the hearings *sine die* is reasonable under the circumstances and will not prejudice parties in interest. Further, the Parties seek to continue the Confirmation Motions to April 23, 2019 at 2:30 p.m. (prevailing Central Time) while negotiations with other stakeholders regarding the terms of the proposed plan continue.

Emergency Consideration

5. The Parties respectfully request emergency consideration of this Emergency Motion in accordance with Bankruptcy Local Rule 9013-1. As set forth in this Emergency Motion, the Parties have reached agreement on the material terms for a global resolution as between the Parties, including the issues raised in the Standing Motions, The Parties will imminently file a plan of reorganization reflecting these terms. Accordingly, the Parties assert that a hearing on the Standing Motions would be counterproductive. Further, the Parties intend to engage with all other stakeholders regarding the terms of the proposed plan in hopes of resolving the issues raised in the Confirmation Motions. In light of the foregoing, the Parties request that the Court approve the relief requested in this Emergency Motion on an emergency basis.

Notice

6. The Debtors will provide notice of this Emergency Motion to: (a) the Office of the U.S. Trustee for the Southern District of Texas; (b) the lenders under the Debtors' debtor-in-possession financing facility and counsel thereto; (c) the indenture trustee for the Debtors' 1.5 lien senior secured notes and counsel thereto; (d) the administrative agent and collateral trustee under the Debtors' 1.75 lien term loan facility and counsel thereto; (e) administrative agent under the Debtors' second lien term loan facility and counsel thereto; (f) the indenture trustee for the Debtors' 2018 senior notes; (g) the indenture trustee for the Debtors' 2022 senior notes; (h) counsels to certain 1.5 lien noteholders and 1.75 lien lenders; (i) the state attorney generals for states in which the Debtors conduct business; (j) counsel to Cross Sound Management LLC; (k) the United States Attorney's Office for the Southern District of Texas; (l) the Internal Revenue Service; (m) the United States Securities and Exchange Commission; (n) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; and (o) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Parties submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Parties request that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Respectfully submitted this 5th day of April, 2019.

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**ATTORNEYS FOR BLUESCAPE
RESOURCES COMPANY LLC, ENERGY
STRATEGIC ADVISORY SERVICES, LLC**

Certificate of Service

I hereby certify that on the 5th day of April, 2019, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Patricia B. Tomasco

Patricia B. Tomasco